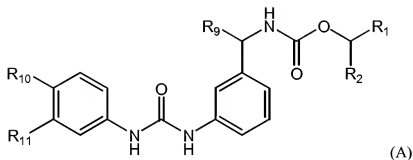


## CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (previously presented) A composition comprising:

- (a) fludarabine;
- (b) a compound of formula (A):



wherein:

one of R<sub>1</sub> or R<sub>2</sub> is selected from hydrogen, ethyl or phenyl; and the other of R<sub>1</sub> or R<sub>2</sub> is selected from -CH<sub>2</sub>OH, -CH<sub>2</sub>CN, -CH<sub>2</sub>CH<sub>2</sub>CN or CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, or wherein R<sub>1</sub> and R<sub>2</sub> are taken together to form a 3-tetrahydrofuranyl moiety;

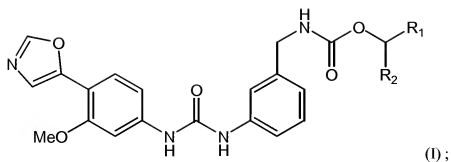
R<sub>9</sub> is selected from hydrogen, (R)-methyl, (S)-methyl, (R)-ethyl, (S)-ethyl, (R)-hydroxymethyl or (S)-hydroxymethyl;

R<sub>10</sub> is selected from -C≡N or 5-oxazolyl; and

R<sub>11</sub> is selected from halo, -O-(C<sub>1</sub>-C<sub>3</sub>) straight alkyl, or -O-(C<sub>2</sub>-C<sub>3</sub>) straight alkenyl or alkynyl; and

(c) a pharmaceutically acceptable carrier.

2. (original) The composition according to claim 1, wherein said compound has the formula (I):



wherein R<sub>1</sub> and R<sub>2</sub> are as defined in claim 1.

3. (canceled)

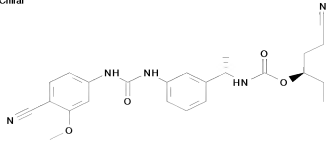
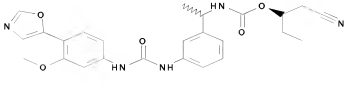
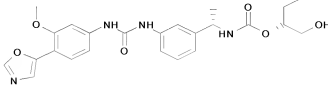
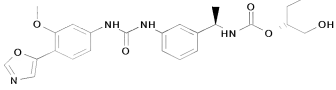
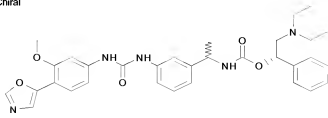
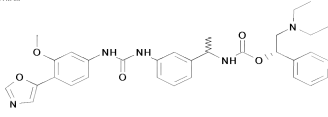
4. (original) The composition according to claim ~~3~~ 1, wherein R<sub>9</sub> is selected from (S)-methyl, (S)-ethyl, or (S)-hydroxymethyl methyl.

5. (original) The composition according to claim 4, wherein R<sub>9</sub> is (S)-methyl.

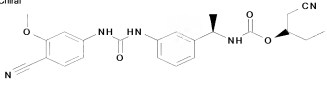
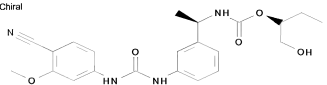
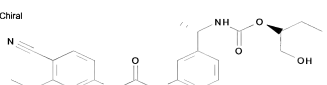
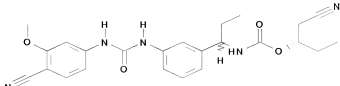
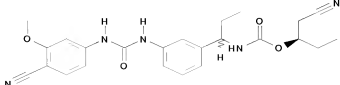
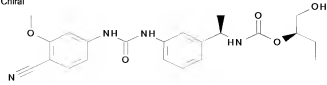
6. (previously presented) The composition according to claim 1, wherein R<sub>11</sub> is selected from O-methyl, O-ethyl or O-isopropyl.

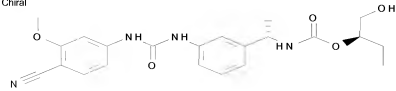
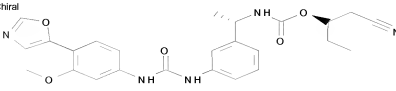
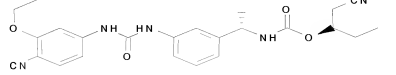
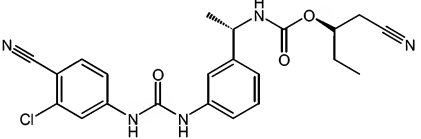
7-9. (canceled)

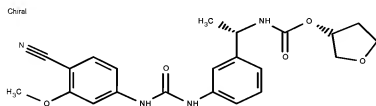
10. (previously presented) The composition according to claim 1, wherein said compound is selected from:

162	<p>Chiral</p> 
163	
164	
165	
166	<p>Chiral</p> 
167	<p>Chiral</p> 

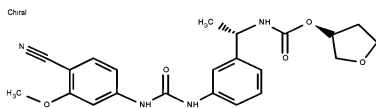
168	<p>Chiral</p>
169	<p>Chiral</p>
170	<p>Chiral</p>
171	<p>Chiral</p>
172	<p>Chiral</p>
173	<p>Chiral</p>

174	<p>Chiral</p> 
175	<p>Chiral</p> 
176	<p>Chiral</p> 
177	
178	
179	<p>Chiral</p> 

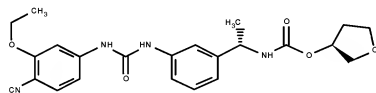
180	<p>Chiral</p> 
181	<p>Chiral</p> 
182	
183	



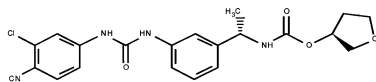
184



185

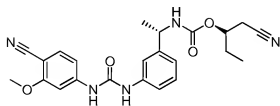


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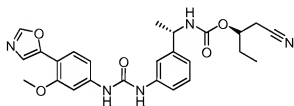
187

11. (previously presented) The composition according to claim 10, wherein said compound is selected from:



169

or



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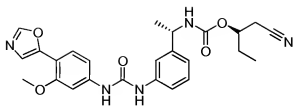
12-19. (canceled)

20. (withdrawn-previously presented) A method for inhibiting tumors and cancer in a mammal comprising the step of administering to said mammal a composition according to any one of claims 1, 2, 4-6, 10 or 11.

21. (withdrawn) The method according to claim 20, wherein said method is useful to treat or prevent lymphoma, leukemia and related disorders, myelodysplastic syndrome, metastatic melanoma, and other forms of cancer.

22. (withdrawn) The composition according to claim 10, wherein said compound is:





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23. (withdrawn) A method for inhibiting tumors and cancer in a mammal comprising the step of administering to said mammal a composition according to claim 22.

24. (withdrawn) The method according to claim 22, wherein said method is useful to treat or prevent lymphoma, leukemia and related disorders, myelodysplastic syndrome, metastatic melanoma, and other forms of cancer.

25. (withdrawn-currently amended) The method according to claim 23, wherein said other forms of ~~cancer~~ cancer comprise breast cancer, colon cancer, pancreatic cancer, and prostate cancer.